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ATTORNEYS AT LAW
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OF COUNSEL
URBAN A. LESTER

March 23, 1999

RECORDATION NO. 20037-G FILED

MAR 23 '99 11-15AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment to Lease Agreement, dated as of January 19, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Equipment Lease Agreement previously filed with the Board under Recordation Number 20037.

The names and addresses of the parties to the enclosed document are:

Lessor: KeyCorp Leasing
54 State Street
Albany, New York

Lessee: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

A description of the railroad equipment deleted from the Lease Agreement is set forth in Exhibit A1 to the Amendment, and the railroad equipment added to the Lease Agreement is set forth on Exhibit A2 to the Amendment.

Mr. Vernon A. Williams
March 23, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures



RECORDATION NO. 20037-G FILED

AMENDMENT TO LEASE AGREEMENT

MAR 23 '99

11-15 AM

(Equipment Substitution)

THIS AMENDMENT is made by and between KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC., ("Lessor") and THE DAVID J. JOSEPH COMPANY ("Lessee"). All terms used herein, which are defined in the Lease (as defined below) shall have the same meaning as in the Lease.

WITNESSETH THAT:

WHEREAS, the Lessor and Lessee are parties to a certain Master Equipment Lease Agreement dated as of April 30, 1996 and Equipment Schedule No. 01 (the "Equipment Schedule") thereto and all related documents executed in connection therewith (collectively, the "Lease").

WHEREAS, the parties hereto desire to amend certain of the terms of the Lease as hereinafter provided;

NOW, THEREFORE, in consideration of the premises and the mutual obligations hereinafter contained, and for other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto agree as follows:

1. The Lease is hereby amended by deleting the following Equipment from Exhibit A to the Equipment Schedule No.01: See Exhibit A1 (the "Released Equipment").

2. The Lease is hereby amended to add the following Equipment to Exhibit A to the Equipment Schedule No. 01: See Exhibit A2 (the "Substituted Equipment").

3. Simultaneously with the execution of this Amendment, Lessee shall execute and deliver to Lessor amendments to Lessor's UCC-1 financing statements to add the Substituted Equipment and release the Released Equipment and Lessor will deliver to Lessee a Quitclaim Bill of Sale for the Released Equipment in the form attached hereto as Schedule 1, certificates of insurance evidencing the coverage for the Substituted Equipment required by the terms of the Lease, together with such other documents reasonably requested by Lessor to perfect and protect Lessor's interest in the Lease and the Equipment.

4. Except as amended hereby, the Lease shall remain in full force and effect, and is in all respects hereby ratified and affirmed, including, without limitation, all warranties and representations therein with respect to the Equipment and the Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by there duly authorized officers as of January 19, 1999

LESSOR:

LESSEE:

KEYCORP LEASING,
A DIVISION OF KEY CORPORATE CAPITAL INC.

THE DAVID J. JOSEPH COMPANY

By: Linda L. Huff
Name:
Title: Linda L. Huff
Vice President

By: Paul E. Joerbig
Name: PAUL E. JOERBIG
Title: VICE PRESIDENT

Exhibit A1

(RELEASED EQUIPMENT)

Lease: Schedule No. 01 dated as of April 30, 1996 to Master Lease Schedule Dated as of April 30, 1996

Lessor: KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC.

Lessee: THE DAVID J. JOSEPH COMPANY

<u>QUANTITY</u>	<u>DESCRIPTION</u>
ALL (112)	DJX 3500 AND 3600 SERIES RAILCARS

Exhibit A2

(EQUIPMENT DESCRIPTION)

Lease: Schedule No. 01 dated as of April 30, 1996 to Master Lease Schedule Dated as of April 30, 1996

Lessor: KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL INC.

Lessee: THE DAVID J. JOSEPH COMPANY

KeyCorp - To replace 3500's

Car Number	Car Type	Year Built	Original Cost	Previous Service
DJXX 1700	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1701	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1702	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1703	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1704	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1705	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1706	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1707	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1708	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1709	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1710	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1712	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1713	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1714	Coal Gondola	1971	16,003.00	Western Coal
DJXX 1722	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1723	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1724	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1725	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1726	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1727	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1728	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1729	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1730	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1731	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1732	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1733	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1734	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1735	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1736	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1737	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1738	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1739	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1740	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1741	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1742	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1743	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1744	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1745	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1746	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1747	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1748	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1749	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1750	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1751	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1752	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1753	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1754	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1755	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1756	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1758	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1759	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1760	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1761	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1762	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1763	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1764	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1765	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1768	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1767	Coal Gondola	1970	16,003.00	Western Coal
DJXX 1769	Coal Gondola	1970	16,003.00	Western Coal

KeyCorp - To replace 3500's

Car Number	Car Type	Year Built	Original Cost	Previous Service
DJJX 1770	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1771	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1772	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1773	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1774	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1775	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1776	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1777	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1778	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1779	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1780	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1781	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1782	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1783	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1784	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1785	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1786	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1787	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1788	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1789	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1790	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1791	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1792	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1793	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1794	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1795	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1796	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1797	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1798	Coal Gondola	1970	16,003.00	Western Coal
DJJX 1799	Coal Gondola	1970	16,003.00	Western Coal
DJJX 2401	Coal Gondola	1978	32,115.00	Western Coal
DJJX 2402	Coal Gondola	1978	32,115.00	Western Coal
DJJX 2403	Coal Gondola	1978	32,115.00	Western Coal
DJJX 2404	Coal Gondola	1978	32,115.00	Western Coal
DJJX 2405	Coal Gondola	1978	32,115.00	Western Coal
DJJX 2406	Coal Gondola	1978	32,115.00	Western Coal
DJJX 2407	Coal Gondola	1978	32,115.00	Western Coal
DJJX 2408	Coal Gondola	1978	32,087.00	Western Coal
DJJX 2409	Coal Gondola	1978	32,087.00	Western Coal
DJJX 2410	Coal Gondola	1978	32,087.00	Western Coal
DJJX 2411	Coal Gondola	1978	32,087.00	Western Coal
DJJX 2412	Coal Gondola	1978	32,087.00	Western Coal
DJJX 2413	Coal Gondola	1978	32,087.00	Western Coal
DJJX 2414	Coal Gondola	1978	32,087.00	Western Coal
DJJX 2415	Coal Gondola	1978	32,087.00	Western Coal
DJJX 2416	Coal Gondola	1978	32,087.00	Western Coal
DJJX 2417	Coal Gondola	1978	34,133.00	Western Coal
DJJX 2418	Coal Gondola	1978	34,133.00	Western Coal
DJJX 2419	Coal Gondola	1978	34,133.00	Western Coal
DJJX 2420	Coal Gondola	1978	34,133.00	Western Coal
DJJX 2421	Coal Gondola	1978	34,133.00	Western Coal
DJJX 2422	Coal Gondola	1978	34,133.00	Western Coal

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Amendment to Lease Agreement", dated as of January 19, 1999 between KEYCORP LEASING, A DIVISION OF KEY CORPORATE CAPITAL, INC., Lessor, and THE DAVID J. JOSEPH COMPANY, Lessee, is a true and complete copy of the original thereof.

Certified this 23rd day of March, 1999.



Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000